



## ANNOUNCEMENT OF SUMMARY MINUTES OF EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS PT BANK OCBC NISP TBK

The Board of Directors of PT Bank OCBC NISP Tbk (“Company”) hereby announces that the Extraordinary General Meeting of Shareholders (“Meeting”) convened as follows:

### A. Convening of Meeting

Day/Date : Friday, 2 August 2024  
Time : 10.14 am – 11.22 am Western Indonesia Time  
Venue : OCBC Tower 23<sup>rd</sup> floor  
          Jl. Prof. Dr. Satrio Kav. 25, Jakarta 12940  
Mechanism : Meeting physically and electronically through the KSEI Electronic General Meeting System application (“eASY.KSEI”)

#### Agenda:

1. Approval of the Company's Proposed Merger with PT Bank Commonwealth.
2. Approval of the Resolution Plan Update.
3. Amendment of the Articles of Association of the Company.
4. Changes in the Composition of the Company's Sharia Supervisory Board.

#### Chairperson of the Meeting

The meeting was chaired by Pramukti Surjaudaja as the Company's President Commissioner, as authorized by the Board of Commissioners.

### B. Members of the Board of Commissioners, Board of Directors, Sharia Supervisory Board, and Committee attending the Meeting

#### The Board of Commissioners

1. President Commissioner : Pramukti Surjaudaja
2. Commissioner : Na Wu Beng \*)
3. Independent Commissioner : Jusuf Halim
4. Independent Commissioner : Betti S. Alisjahbana
5. Independent Commissioner : Rama P. Kusumaputra

#### The Board of Directors

1. President Director : Parwati Surjaudaja
2. Director : Hartati
3. Director : Martin Widjaja
4. Director : Andrae Krishnawan W.
5. Director : Johannes Husin
6. Director : Joseph Chan Fook Onn
7. Director : The Ka Jit
8. Director : Lili S. Budiana

#### Sharia Supervisory Board

1. Chairman : Muhammad Anwar Ibrahim \*)
2. Member : Mohammad Bagus Teguh Perwira

#### Audit Committee

1. Member (Independent Party) : Angeline Nangoi
2. Member (Independent Party) : Antony Kurniawan
3. Member (Independent Party) : Lioe Fei Ling \*)

### Risk Monitoring Committee

1. Member (Independent Party) : Paulus Agus Tjarman \*)
2. Member (Independent Party) : Antony Kurniawan

\*) attended the Meeting through the online media arranged by KSEI.

### C. Independent Party that Counted the Attendance of Shareholders and Ensured the Meeting Process

The Company had appointed an independent party, namely Securities Administration Bureau (BAE) PT Raya Saham Registra to count the shareholders' attendance, and appointed Notary Fathiah Helmi, S.H. to ensure the Meeting convening process.

### D. Quorum of Attendance of Shareholders

In the Meeting, the amount of shares that were present or represented including shareholders attending through easy.KSEI online are 21,519,425,094 shares or equal to 93.7858% out of the total shares having valid voting rights issued by the Company. Therefore, the Meeting has fulfilled the quorum and had the right to make valid and binding resolutions.

### E. Mechanism of Meeting Resolutions

The Meeting's resolutions were resolved amicably. In the event an amicable resolution could not be reached, the resolution was taken by voting.

### F. The Opportunity to Submit Question/Opinions and Voting Results

The shareholders were given the opportunity to submit questions and/or give opinions in the Meeting with respect to Agenda of the Meeting. The voting results from all shareholders who attended the meeting with valid voting rights which includes e-Proxy and e-Voting votes from the eASY.KSEI were as follows:

Agenda	Affirmative	Non-affirmative	Abstain *)	Total Affirmative **)	Question/Opinion
First	21,517,378,394 shares or 99.99048906%	900,100 shares or 0.00418273%	1,146,600 shares or 0.00532821%	21,518,524,994 shares or 99.99581727%	3 (three)
Second	21,516,975,659 shares or 99.98861756%	1,302,835 shares or 0.00605423%	1,146,600 shares or 0.00532821%	21,518,122,259 shares or 99.99394577%	-
Third	21,517,378,494 shares or 99.99048952%	900,100 shares or 0.00418273%	1,146,500 shares or 0.00532774%	21,518,524,994 shares or 99.99581727%	-
Fourth	21,517,378,494 shares or 99.99048952%	900,100 shares or 0.00418273%	1,146,500 shares or 0.00532774%	21,518,524,994 shares or 99.99581727%	-

\*) In accordance with POJK No.15/POJK.04/2020, any abstain votes is considered to cast the same vote as the majority votes of shareholders who cast votes.

\*\*\*) The total abstain votes added with the affirmative votes, such amount is calculated from KSEI and BAE system of the Company.

## **G. Meeting Resolutions**

Meeting resolutions were principally as follows:

### **First Agenda**

1. Approved the Merger of PT Bank Commonwealth ("PTBC") with the Company where the Company will be the surviving company of the Merger, with the terms and conditions as contained in the Merger Plan.
2. Approved the Merger Plan including all changes or additions which have been prepared and published jointly by the Company and PTBC.
3. Approved the concept of the Merger Deed which has been prepared jointly by the Company and PTBC, including the transaction documents required in connection with the Merger.
4. Approved and authorized, with the right of substitution, to the Company's Board of Directors to carry out all necessary actions in connection with the Merger, including but not limited to carrying out other actions necessary and/or required to carry out and resolve matters relating to the merger and in order to achieve the aims and objectives of the resolutions taken by Shareholders based on and as stated in this Shareholder Resolution, including actions authorized by the proxy and completing everything related to any or all of these matters, including, but not limited to, facing or appearing before a Notary to declare this Shareholder Resolution, providing, obtaining and/or receiving any information and/or documents, initialing and/or signing any documents, including amendments, changes, variations and additions regarding these documents, taking into account the Company's articles of association and applicable laws and regulations.
5. Approved and authorized the Company's Board of Directors with the right of substitution to carry out any and all actions without exception in connection with matters relating to the Merger Plan including all amendments or additions thereto, taking into account the Company's articles of association and applicable laws and regulations.
6. Approved and authorized the Company's Board of Directors with the right of substitution to amend the Merger Deed (if necessary), sign the Merger Deed including all amendments (if any) as well as other transaction documents related to the Merger, determine the time for signing the Merger Deed; as well as to carry out all necessary actions in connection with the Merger Deed, including to carry out the necessary things as contained in the Merger Deed, to appear before a Notary, submit a request for notification to the authorized party/official to obtain approval from the OJK, obtain approval and/or receipt of notification, including from the Minister of Law and Human Rights.
7. Approved the implementation of the share buyback by the Company in order to fulfill the provisions of Article 62 of Law No. 40 of 2007 concerning Limited Liability Companies (as amended) in accordance with applicable laws and regulations and authorize the Company's Directors to determine procedures as well as terms and conditions for the repurchase of Company shares from Company shareholders who do not approve of the Merger and who have expressed their wishes to sell their shares in the Company in accordance with the provisions of applicable laws and regulations.
8. Approved, if there is a cancellation of the proposed Merger, then authorize the Company's Board of Directors to make an announcement regarding the cancellation of the proposed Merger and take all necessary actions in accordance with the terms and conditions as intended in the Merger Plan and Merger Deed between the Company and PTBC.

### **Second Agenda**

Approved the update from time to time of the Resolution Plan which has been prepared in accordance with PLPS No. 1 of 2021 and was submitted to LPS on 30 May 2024.

### **Third Agenda**

1. Approved the amendment of the Company's Articles of Association in order to conform to several provisions in OJK Regulation No. 2 of 2024 concerning the Implementation of Sharia Governance for Sharia Commercial Banks and Sharia Business Units, and re-arrangement of the Company's Articles of Association.



2. Authorized the Company's Board of Directors to:
  - State the resolutions of the Meeting's Agenda in the form of separate Notarial deed and to perform all necessary actions in connection with the Meeting resolutions; and
  - Organize the approval and notification to the Minister of Law and Human Rights of the Republic of Indonesia, to register and to announce the amendments to the Articles of Association, so that the amendments to the Articles of Association are valid according to law, including to make amendments or additions to the amendments to the provisions of this Articles of Association if required by the authority and to perform everything which is needed and required by the prevailing laws and regulations.

#### **Fourth Agenda**

1. Approved the appointment of Jaenal Effendi as the Syariah Supervisory Board of the Company, effective since the obtainment of approval from the Financial Supervisory Authority (OJK) until the closing of the Company's Annual General Meeting of Shareholders in 2027.

Therefore, the composition of members of the Sharia Supervisory Board are as follows:

- Chairman : Muhammad Anwar Ibrahim;
- Member : Mohammad Bagus Teguh Perwira;
- Member : Jaenal Effendi \*)

*\*) effective after obtaining OJK's approval.*

2. Approved the delegation of the authority to the Company's Board of Directors to set out the Meeting resolutions in a separate Notarial deed, to notify Ministry of Law and Human Rights Republic of Indonesia/the authorized agency, and as well as to take all necessary actions in accordance with the provisions of the prevailing laws and regulations in the Republic of Indonesia.

**Jakarta, 6 August 2024**  
**PT Bank OCBC NISP Tbk**  
**Board of Directors**